

FAX transmission

DATE: March 9, 1995**FROM:** HARRY BOADWEE

■ FENWICK & WEST
Two Palo Alto Square
Palo Alto, CA 94306
(415) 858-7188
(415) 424-0859 Fax

TO: Mr. Brewster Kahle
Wide Area Information Servers, Inc.

Fax Number
(415) 327-6513

NO. PAGES: 2 (including cover page)

ACCOUNT NO.: 19649-00100

■ **Message:**

The attached Nondisclosure Agreement is being sent to you at the request of Chris Younger. Please make two copies, execute both, fax one to me, and send the original executed copies to me by regular mail. We will then return a full executed set to Chris Younger.

IF YOU DO NOT RECEIVE THE CORRECT NUMBER OF PAGES, OR IF THEY ARE NOT CLEAR, PLEASE CALL THE SENDER AT (415) 858-7188 OR SUE BRODSKY AT (415) 494-0600, EXT. 488.

The information contained in this facsimile message is privileged and confidential information intended only for the use of the individual or entity named above or their designee. If the reader of this message is not the intended recipient, you are hereby notified that any dissemination, distribution or copy of this communication is strictly prohibited. If you have received this communication in error please immediately notify us by telephone and return the original message to us at the above address via the U.S. Postal Service. Thank you.

WAIS^{Inc}

Wide Area Information Servers
1040 Noel Drive
Menlo Park, California 94025
415-617-0444
FAX 415-327-6513

FAX Cover Sheet

Date: March 10, 1995

To: Harry Boadwee
Fenwick & West
FAX: 415-424-0859
Phone: 415-858-7188

From: Brewster Kahle
WAIS, Inc.
FAX: 415-327-6513
Phone: 415-617-0444

Pages Transmitted (including cover sheet): 2

Attached please find executed copy of NDA. The original executed copies will be sent to you by mail.

1. A

→ David Colburn
letter money
6 M

For subject to print review

don't guess 'pep'ing

\$250,000 1 yr

close by May 1

Falls 15, Va L

~~Breakfast~~ 9 AM hobbies
can't let her

Allen Home
344-4097

David Cole Home
703-757-1000
Office 703-
917-1954
FAX 703-506-1942

Steve C Home

703-437-9452

- Steve C @ aol.com inty → examiner (fishscope)
- Bill + Board inty → discussed between Allen + David
- details being discussed between Allen + David
- shift towards publisher services
- customers make shake on AOL
- existing tools + existing customers
- Meeting on web50 AT

David Cole's hotel Stanford Park Hotel Mark's park

WAIS Inc

Wide Area Information Servers
1040 Noel Drive
Menlo Park, California 94025
415-617-0444
FAX 415-327-6513

FAX Cover Sheet

Date: 1/27/95

To: David Cole
FAX: 703-757-7504
Phone:

From: Brewster Kahle
FAX:
Phone:

Pages Transmitted (including cover sheet):

Remarks:

Chris Younger

Steps to closing

- Three line responsibility checklist (from Fennick)
- Legal due diligence by Ellen Kiesel (wilson to Fedex 3/16)
- Legal due diligence by Fennick (wilson to deliver 3/15)
- Business due diligence by Bill Dunn or other (Nick + Brewster to deliver to wilson 3/14)
- Accounting due diligence by AOL for pooling opinion (by Zarnett Young)
- Drafting the final doc: "Plan of reorganization and merger" (by Fennick)
- Legal opinion by wilson concerning (time at closing)
- Tax opinion by wilson concerning (time at closing)
- Tax opinion by Fennick (maybe) (time at closing)
- Filings in California Security by AOL (time at closing)
- Filing in Federal Security by AOL (time at closing)
- Board approval by ~~both companies~~ AOL (next week?)
- Shareholder approval by WFTS (wilson) (by March 20)
- Board approval by WFTS (wilson) (by March 20)
- Letter from Brewster advising Bill Fennick - wilson expected 3/14-3/15 (Fennick) (by March 15)

Business due diligence to do by 9AM
Tom Ayres: ISO forms
Nick's ISO
Cash flow
Sales pipeline
Business plan? Nick?

Meeting with Allen Morgan 1/30/95

✓ stock split

✓ John Letter

✓ employee forms

~~ABC~~

Funding approaches

VC

AOL

Chris Cole

Allen deal

Nick's compensation

$\frac{714M}{50}$

$\frac{1}{3}$ M
300k shares

RECEIVED

FEB 24 1995

FENWICK & WEST

A LAW PARTNERSHIP INCLUDING
PROFESSIONAL CORPORATIONS

TWO PALO ALTO SQUARE

PALO ALTO, CALIFORNIA 94306

TELEPHONE
(415) 494-0600
FACSIMILE:
(415) 494-1417 • (415) 657-0381

WILSON, SONSINI,
GOODRICH & ROSATI
1920 N STREET NORTHWEST
SUITE 650
WASHINGTON, D.C. 20036
(202) 462-8300

February 24, 1995

VIA HAND DELIVERY

Allen Morgan, Esq.
Wilson Sonsini Goodrich & Rosati
650 Page Mill Rd.
Palo Alto, CA 94306

Re: AOL/WAIS

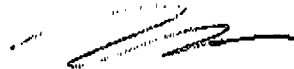
Dear Allen:

At the request of Miles Gilburne, attached are the following documents in connection with the proposed acquisition of Wide Area Information Servers, Inc. ("WAIS"):

- (i) Letter of Intent dated February 24, 1995; and
- (ii) Loan Agreement, Security Agreement and Secured Promissory Note in connection with the proposed \$500,000 bridge loan to WAIS.

Please call me when you have reviewed the enclosed.

Best regards,



Mark C. Stevens

MCS/slr

Enclosures

cc: Miles Gilburne (Via Facsimile w/encls.)
David Cole (Via Facsimile w/encls.)
Harry B. Boadwee, Esq.